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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 644
(A-1 SPECIALIZED SERVICES & SUPPLIES, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and A-1 Specialized Services & Supplies, Inc. ("A-1") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 644 (A-1 Specialized Services & Supplies, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 18, 2005, A-1 submitted a demand to the Debtors asserting a reclamation claim in the amount of \$430,384.00 arising from the supply of Palladium and Rhodium prior to the Petition Date (the "Reclamation Demand").

WHEREAS, on November 17, 2005, A-1 filed proof of claim number 644 against Delphi, asserting a secured claim in an unliquidated amount (the "Claim") arising from the supply of Palladium and Rhodium, which metals are also subject to the Reclamation Demand, prior to the Petition Date.

WHEREAS, on February 21, 2006, the Debtors sent a statement of reclamation to A-1 (the "Statement of Reclamation") with respect to the Reclamation Demand, whereby the Debtors asserted that the valid amount of the Reclamation Demand is \$126,839.25 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS, A-1 failed to respond to the Statement of Reclamation. Thus, pursuant to the Amended Final Reclamation Order Under 11 U.S.C. §§ 362, 503, And 546 And

Fed. R. Bankr. P. 9019 Establishing Procedures For The Treatment Of Reclamation Claims (Docket No. 881) entered by the Delphi Bankruptcy Court on November 4, 2005, A-1 has been deemed to have consented to the amount set forth in the Statement of Reclamation, subject to the Reserved Defenses.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 20, 2006, A-1 filed its Response To Third Omnibus Claims Objection By A-1 Specialized Services & Supplies, Inc., Claimant (Docket No. 5882) (the "Response").

WHEREAS, on September 21, 2007, to, among other things, resolve (a) the Third Omnibus Claims Objection with respect to the Claim and (b) the Reclamation Demand, DAS LLC and A-1 entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$430,384.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and A-1 stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$430,384.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Subject to (i) the effectiveness of a plan of reorganization confirmed by the Debtors and (ii) the consummation of the Settlement Agreement, A-1 shall withdraw its Reclamation Demand with prejudice.
3. A-1 shall, within three business days following the Effective Date (as defined in the Settlement Agreement), withdraw its Response to the Third Omnibus Claims Objection with prejudice.
4. To the extent A-1 violated the automatic stay provisions of section 362 of the Bankruptcy Code in connection with the reclaim agreement between DAS LLC and A-1 dated as of September 16, 2002, the Debtors release A-1 from and of any claims they have or may have on account of such violations, if any.

So Ordered in New York, New York, this 9th day of October, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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